

ARTICLES OF INCORPORATION
OF
CALIFORNIA OCEAN SCIENCE TRUST
a California Public Benefit Corporation

ONE: The name of this corporation is **California Ocean Science Trust**.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes of this corporation are to seek funds for California ocean resource science projects, emphasizing the development of new funding sources; fund California ocean resource science projects that help fulfill the missions of the state's ocean resource management agencies; encourage coordinated, multi-agency, multi-institution approaches to ocean resource science; encourage graduate education programs in management-oriented ocean resource science in public and private universities and colleges in California; encourage new technologies that reduce the cost, increase the amount, or improve the quality of ocean resource management information; and promote more effective coordination of California ocean resource science useful to management agencies.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is:

Mary D. Nichols
California Resources Agency
1416 Ninth Street, Suite 1311
Sacramento, California 95814

FOUR: (a) This corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

(b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Code Section 501(h) and Section 23704.5 of the California Revenue and Taxation Code. This corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

FIVE: The name and address of the person appointed to act as the initial Director of this corporation:

Name

Mary D. Nichols

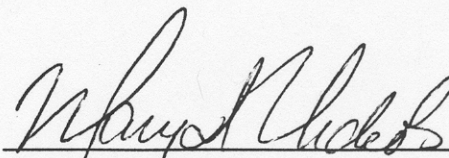
Address

California Resources Agency
1416 Ninth Street, Suite 1311
Sacramento, California 95814

SIX: The property of this corporation is irrevocably dedicated to charitable, scientific, and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, scientific, and educational purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

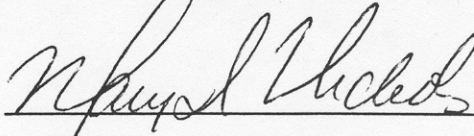
SEVEN: Any bylaws of this corporation shall be adopted, and amended as necessary, so as to conform to requirements of the California Statutes creating the California Ocean Science Trust.

DATED: July 10, 2003



Mary D. Nichols, Director

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, and that this instrument is my act and deed.



Mary D. Nichols, Director